



Excel Crop Care Limited
Beyond crop protection. Behind every farmer

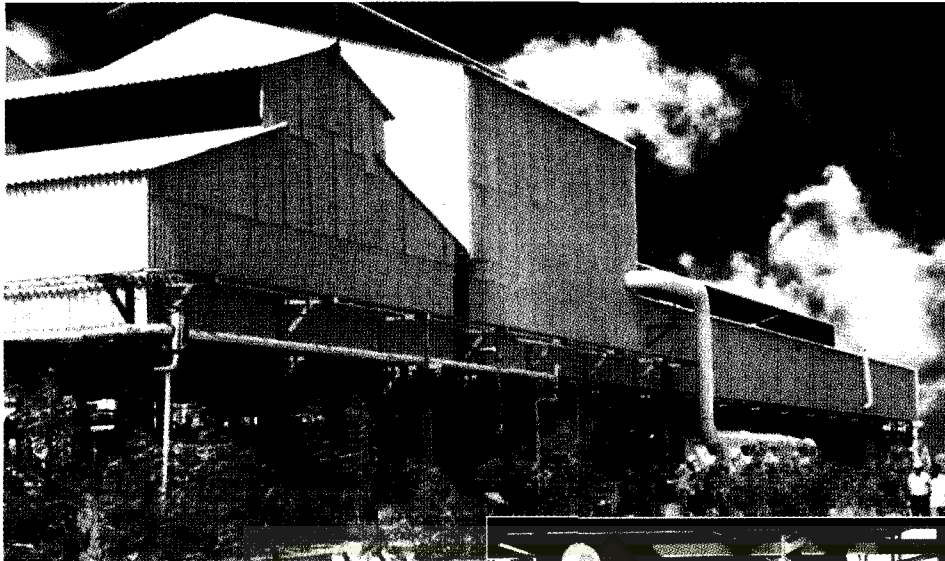


Annual Report 2002-03



*Excel Crop Care Limited has identified the farmer as its core customer.
The cover depicts the company mission towards Crop Care Solutions in India
and across the globe.*

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New Plant at Gajod

Excel's new manufacturing plant was started at Gajod (Kutch) - a site chosen to provide economic support to the earthquake affected people in the area and also provide job opportunities to these inhabitants. The location is also eligible for tax benefits under the special Prime Minister Tax Benefit Scheme.

A special 3-month training programme for local young technicians was conducted there to orient them in the industrial work culture towards safe and effective plant operation.



OHSAS: 18001 Certification

Excel Crop Care Limited, Bhavnagar - the company's principal plant - has received certification for Occupational Health & Safety Management Systems. The award was received for care of its employees in the areas of Occupational Health and Safety.



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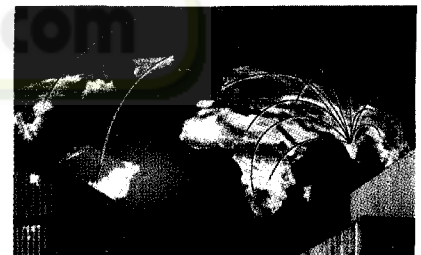


Marketing Focus Meet

In January 2003, the entire Marketing Team of Excel Crop Care met at Bhavnagar to understand better the company's new focus and drive into the agriculture sector. With plant visits and better insights into the manufacture of each product, a new focus team was formed to provide direction and impetus to the company's marketing efforts.

Exports

Excel Crop Care Limited achieved an export turnover of Rs. 70 crore, as against Rs. 65 crore in the earlier year. In addition to the export of Technical actives, the company has increased export of bulk and branded formulations. Exports are likely to contribute significantly in the coming years.



Enriching Managerial Leadership Meet

An interactive learning programme was conducted for Senior Executives of Excel and its associate companies. The theme was "Collaborating for a creative future" and the participants were enriched with presentations by doyens of the industry, Mr. J. J. Irani, Dr. M. B. Athreya, Dr. Pritam Singh and Dr. Rishi Kumar Pandya.

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Rural Training Programme

An intensive and participative programme was conducted for unemployed youth and for the empowerment of women in Agriculture at Deoria, a remote village in Uttar Pradesh.

This program, which was widely attended, received great appreciation from the former Secretary of Agriculture, Shri J. L. N. Srivastava.



IPM / ICM Farmers training programme

A farmer training programme was held at Sirsa in Haryana where the attending farmers gained new information and knowledge on how to optimise their output - right from land preparation to post-harvest management. The IPM/ICM programme, organised by Excel, had participation from agricultural scientists as well as officials from the Ministry of Agriculture, both central as well as the State of Haryana.



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Bharat Gaurav Award

The company was the recipient of the Bharat Gaurav Award for Indigenous Development of Technology for Waste Management from the Bharat Vikas Parishad.

Mr. Ashwin Shroff, Managing Director received the award on behalf of the company.

Excel Expression

Every year, the company's Bhavnagar plant conducts a weeklong programme for the High School and College students of Bhavnagar to encourage their hidden talents and provides a platform to express themselves on various subjects. The photograph shows the Trophy being given to this year's winners - the Department of Business Administration, Bhavnagar University, who secured the top marks in all the events.



Vishwakarma Rashtriya Puraskar

The Vishwakarma Rashtriya Puraskar was awarded to Mr. Rajesh J. Langalia of Endosulfan Plant for his suggestion on HetDiol recrystallization. The award was given on September 17, 2003 at Vigyan Bhavan, New Delhi by Dr. Saheb Singh Verma, Hon'ble Minister of Labour, Government of India. This award is instituted for excellence in suggestions that promote "industrial efficiency". Excel is proud of this achievement by an Excelite.

EXCEL CROP CARE LIMITED
(Formerly known as West Coast Oxygen Limited)

C O N T E N T S

Board of Directors	2
Notice.	3-15
Directors' Report	16-23
Management Discussion and Analysis	24-25
Corporate Governance Report	26-34
Auditors' Report	35-37
Balance Sheet	38
Profit & Loss Account	39
Schedules 'A' to 'T' forming part of Accounts.	40-48
Schedule 'U': Notes on Accounts.	49-60
Auditors' Report on Consolidated Financial Statements.	61
Consolidated Balance Sheet	62
Consolidated Profit & Loss Account	63
Schedules 'A' to 'T' forming part of Consolidated Accounts.	64-69
Schedule 'U': Notes on Consolidated Accounts	70-76
Statement pursuant to Section 212 of the Companies Act, 1956, relating to Subsidiary Companies	77

EXCEL INDUSTRIES (AUSTRALIA) PTY LIMITED:

Directors' Report	78-79
Auditors' Report	80
Directors' Declaration.	80
Statement of Financial Performance.	81
Statement of Financial Position	81
Statement of Cash Flows	82
Notes to the Financial Statements.	83-87

EXCEL INDUSTRIES (EUROPE) N. V.:

Report of the Board of Directors	88-89
Statutory Auditors' Report	90
Annual Accounts	91-101

*Annual General Meeting on Monday 29-12-2003 at 3.00 p.m.
At Rama Watumull Auditorium, Kishinchand Chelaram College,
Dinshaw Wacha Road, Churchgate, Mumbai-400 020.*

A REQUEST

We are sure you will read with interest the Annual Report for the year 2002-03. You may desire to have some clarification or additional information at the ensuing Annual General Meeting. We shall very much appreciate, if you will kindly write to us at least ten days in advance in order to enable us to keep the information ready for you at the Meeting. We solicit your kind co-operation.

EXCEL CROP CARE LIMITED
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BOARD OF DIRECTORS

A. C. SHROFF, *Chairman*

DIPESH K. SHROFF, *Managing Director (w.e.f. 1.9.2003)*

PRAKASH K. SHROFF, *Executive Director (w.e.f. 1.9.2003)*

R. G. SHROFF (*Upto 1.2.2003*)

J. R. NAIK (*w.e.f. 1.2.2003*)

M. L. SHAH (*w.e.f. 1.2.2003*)

MUKUL G. ASHER (*w.e.f. 3.9.2003*)

SANDEEP JUNNARKAR (*w.e.f. 3.9.2003*)

B. V. BHARGAVA (*w.e.f. 29.10.2003*)

L. RAJAGOPALAN (*w.e.f. 11.10.2003*) *Alternate to Mr. Mukul G. Asher*

VICE-PRESIDENT (ACCOUNTS & MIS) & SECRETARY

V. K. PARMAR

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BANKERS

Bank of India

Syndicate Bank

State Bank of India

Citibank N.A.

ABN Amro Bank N.V.

AUDITORS

S. V. GHATALIA & ASSOCIATES

Chartered Accountants

REGISTERED OFFICE

184-87, Swami Vivekanand Road,
Jogeshwari (W), Mumbai 400 102.

FACTORIES

Ruvapari Road, Bhavnagar

Silvassa, Union Territory of Dadra and Nagar Haveli

Kaira Gajod High Way, Gajod, Kutch

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NOTICE

NOTICE is hereby given that the THIRTY-NINTH ANNUAL GENERAL MEETING of the Members of EXCEL CROP CARE LIMITED will be held at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wacha Road, Churchgate, Mumbai-400020 on Monday, the 29th December, 2003 at 3.00 p.m. to transact the following business:

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2003, the Balance Sheet as at that date, and the Reports of the Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a director in place of Mr. A. C. Shroff, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this connection to consider and, if thought fit, to pass, with or without modification, as a Special Resolution, the following:

"RESOLVED THAT pursuant to the provisions of Section 224-A and other applicable provisions, if any, of the Companies Act, 1956, Messrs S. V. Ghatalia & Associates, Chartered Accountants, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following:
"RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956 (as the same may be re-enacted or modified, from time to time), the Board of Directors of the Company be and is hereby authorised to appoint, in consultation with the Company's Auditors, any person or persons qualified for appointment as Auditor or Auditors of the Company under Section 226 of the Companies Act, 1956, to audit the accounts of the Company's Branch Offices at Delhi, Kolkata, Hyderabad and Ahmedabad for the financial year 2003-04 and to fix their remuneration."
6. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following:
"RESOLVED THAT pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (as the same may be re-enacted or modified, from time to time), and subject to such other approvals as may be necessary, the consent and approval of the Company be and is hereby accorded to the appointment of Mr. Dipesh K. Shroff to the office of Managing Director of the Company for a term of five years with effect from 1st September, 2003, on the terms and conditions including remuneration as set out in the draft Agreement to be executed between the Company and Mr. Dipesh K. Shroff, placed before the meeting and duly initialled by the Chairman for the purpose of identification, which Agreement is hereby specifically sanctioned, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment, but so as not to exceed the remuneration and perquisites set out in the draft Agreement."
7. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following:
"RESOLVED THAT pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (as the same may be re-enacted or modified, from time to time), and subject to such other approvals as may be necessary, the consent and approval of the Company be and is hereby accorded to the appointment of Mr. Prakash K. Shroff to the office of Executive Director of the Company for a term of five years with effect from 1st September, 2003, on the terms and conditions including remuneration as set out

in the draft Agreement to be executed between the Company and Mr. Prakash K. Shroff, placed before the meeting and duly initialled by the Chairman for the purpose of identification, which Agreement is hereby specifically sanctioned, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment, but so as not to exceed the remuneration and perquisites set out in the draft Agreement."

8. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following:
 "RESOLVED THAT Mr. J. R. Naik, who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and Article 148 of the Articles of Association of the Company and who holds office upto the date of the ensuing Annual General Meeting and being eligible for re-appointment and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 proposing his candidature as Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."
9. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following:
 "RESOLVED THAT Mr. M. L. Shah, who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and Article 148 of the Articles of Association of the Company and who holds office upto the date of the ensuing Annual General Meeting and being eligible for re-appointment and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 proposing his candidature as Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."
10. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following:
 "RESOLVED THAT Mr. Mukul G. Asher, who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and Article 148 of the Articles of Association of the Company and who holds office upto the date of the ensuing Annual General Meeting and being eligible for re-appointment and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 proposing his candidature as Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."
11. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following:
 "RESOLVED THAT Mr. Sandeep Junnarkar, who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and Article 148 of the Articles of Association of the Company and who holds office upto the date of the ensuing Annual General Meeting and being eligible for re-appointment and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 proposing his candidature as Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."
12. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following:
 "RESOLVED THAT Mr. B. V. Bhargava, who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and Article 148 of the Articles of Association of the Company and who holds office upto the date of the ensuing Annual General Meeting and being eligible for re-appointment and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956 proposing his candidature as Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."
13. To consider and, if thought fit, to pass, with or without modification, as a Special Resolution, the following:
 "RESOLVED THAT pursuant to the provisions of Sections 309, 310, 314 and other applicable provisions, if any, of the Companies Act, 1956 (as the same may be re-enacted or modified, from time to time), and subject to such other approvals as may be required, the Company hereby accords its consent and approval to Mr. J. R. Naik, a Director of the